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*in opinion*

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June 3, 1958

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CONCORD, N.H.

H. Richard Lindberg, Esq.  
National Grange Mutual Liability Co.  
Keene, New Hampshire

Dear Mr. Lindberg:

This will acknowledge receipt of your letter of May 22, 1958.

It is our view that a change in the corporate name of your Company may be effected under the provisions of RSA 401:7, having due regard to the requirements of RSA 292.

We base this conclusion upon the understanding that your Company is a mutual company. It does not appear otherwise than that it was formed pursuant to the provisions of RSA 292, as specified in RSA 401:1. RSA 401:7 authorizes such a company as yours to amend its charter or articles of incorporation in the manner set forth in that section, viz.: by a majority vote of those members present and voting at a meeting called for that purpose. This authorization controls, and it supersedes any requirements of RSA 292:7 which might be inconsistent with it. See RSA 401:10.

The matter of recording of the amendment is believed to merit attention at this point. RSA 401:8 specifies a certain procedure in this regard, and this procedure must, of course, be followed. RSA 292:7 requires a somewhat different procedure; specifically that a certified copy of the vote relating to the amendment be filed with the Town or City Clerk where the corporation has its principal place of business, and with the Secretary of State - a procedure entirely consonant with RSA 292:4. We do not deem the two procedures to be inconsistent one with the other; they are, instead, supplementary.

We are of the view, then, that while the matter of the taking of the vote on the amendment is governed by RSA 401:7, there must be compliance with both RSA 401:8 and RSA 292:7 with respect to recording the amendment.

Very truly yours,

Warren E. Waters  
Deputy Attorney General

WEW/aml

cc: Donald Knowlton, Esq.